

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE GREAT ATLANTIC & PACIFIC TEA  
COMPANY, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 15-23007 (RDD)

(Jointly Administered)

**MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE RESIGNATION OF  
ZOLFO COOPER, LLC AS FINANCIAL ADVISORS AND BANKRUPTCY  
CONSULTANTS TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF THE GREAT ATLANTIC & PACIFIC TEA CO., *ET AL.***

The Official Committee of Unsecured Creditors (the “Committee”) of The Great Atlantic & Pacific Tea Company, Inc., *et al.* (the “Debtors”) hereby moves this Court (the “Motion”) for the entry of an order permitting Zolfo Cooper, LLC (“Zolfo”) to resign as financial advisors and bankruptcy consultants for the Committee. In support of the Motion, the Committee submits the declaration of David MacGreevey (the “Declaration”), attached hereto as **Exhibit A**. In further support of the Motion, the Committee respectfully states as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

2. Venue of this proceeding and this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

**BACKGROUND AND RELIEF REQUESTED**

3. On July 19, 2015 (the “Petition Date”), each of the Debtors filed a voluntary petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

4. On July 24, 2015, the Office of the United States Trustee (the “UST”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of: (i) 1199SEIU Health Care Employees Pension Fund; (ii) Bassar-Kaufman, Inc.; (iii) C&S Wholesale Grocers, Inc.; (iv) CBA Industries, Inc.; (v) McKesson Corporation; (vi) Pension Benefit Guaranty Corporation; and (vii) United Food and Commercial Workers International Union.

5. On September 22, 2015, this Court entered an order authorizing the Committee to employ Zolfo as financial advisor and bankruptcy consultant. *See* Dkt. No. 1058.

6. During the pendency of these bankruptcy cases, in 2015 and 2016, the Debtors sold many of their assets to third parties under section 363 of the Bankruptcy Code. Thereafter, on May 10, 2016, the Debtors and the Committee filed a joint motion for approval of a Global Settlement agreement among the Debtors, the Committee, and certain other creditor constituencies *See* Dkt. No. 2786. The Global Settlement resolved, among other things, the Committee’s potential challenges to claims of certain secured creditors. On June 6, 2016, this Court entered an order approving the Global Settlement Agreement. *See* Dkt. No. 2868.

7. The above-captioned bankruptcy cases have been dormant for approximately two years. Zolfo's last interim fee application was filed on August 23, 2018, for the period from December 1, 2017 through July 31, 2018 [Dkt. No. 4154], which application was approved by order dated May 12, 2020 [Dkt. No. 4561]. Since August 1, 2018, Zolfo has performed work for the Committee totaling approximately \$5,904.00 in fees and \$186.00 in expenses (the "Work in Progress Charges"). The Work in Progress Charges consist primarily of fees incurred for the preparation of fee applications and general case monitoring tasks. In connection with its resignation as financial advisor and bankruptcy consultant to the Committee, Zolfo will write off the Work in Progress Charges.

8. The Committee does not contemplate that there will be any further work for the Committee's financial advisor in these cases. Thus, Zolfo seeks Court approval to resign from its position as financial advisor and bankruptcy consultant to the Committee, effective as of the date the order authorizing such resignation is entered. Zolfo's resignation is in the best interests of all constituencies; rather than continuing to incur fees for monitoring these cases, Zolfo's resignation will decrease the amount of professional fees payable by the Debtors' estates.

*[Remainder of page intentionally left blank]*

**CONCLUSION**

WHEREFORE, the Committee respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit B**, granting the relief requested therein, and such other and further relief as this Court deems appropriate.

Dated: December 3, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Bradford J. Sandler

Robert J. Feinstein

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*Counsel to the Official Committee of Unsecured  
Creditors*

**EXHIBIT A**  
**(MacGreevey Declaration)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE GREAT ATLANTIC & PACIFIC TEA  
COMPANY, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 15-23007 (RDD)

(Jointly Administered)

**DECLARATION OF DAVID MACGREEVEY IN SUPPORT OF  
ENTRY OF AN ORDER AUTHORIZING THE RESIGNATION OF  
ZOLFO COOPER, LLC AS FINANCIAL ADVISORS AND BANKRUPTCY  
CONSULTANTS TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF THE GREAT ATLANTIC & PACIFIC TEA CO., *ET AL.***

Under 28 U.S.C. § 1746, I, **DAVID MACGREEVEY**, declare as follows under the penalty of perjury:

1. I am a managing director with Zolfo Cooper, LLC (“Zolfo”),<sup>2</sup> which has a place of business at 909 Third Avenue, New York, New York 10022. The information included in this Declaration concerning Zolfo and these bankruptcy cases is based upon my personal knowledge.

2. I submit this declaration on behalf of Zolfo in support of Zolfo’s request to resign as financial advisors and bankruptcy consultants for the Official Committee of the Unsecured

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The location of the Debtors’ corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

<sup>2</sup> On November 1, 2018, AlixPartners, LLP (“AlixPartners”), a global consulting firm headquartered in New York, acquired all of the membership interests of ZC Holdings, LLC and its subsidiaries, including Zolfo. Zolfo, operating as a subsidiary of AlixPartners, has continued to provide services to the Committee on this matter.

Creditors of The Great Atlantic & Pacific Tea Co., *et al.* (the “Committee”) in these bankruptcy cases.

3. On July 19, 2015, the Debtors filed petitions for relief under Chapter 11 of the Bankruptcy Code. On July 24, 2015, the U.S. Trustee appointed the Committee, and on September 22, 2015, this Court entered an order authorizing the Committee to employ Zolfo as financial advisor and bankruptcy consultant (Dkt. 1058).

4. During the pendency of these bankruptcy cases, in 2015 and 2016, the Debtors sold many of their assets to third parties under section 363 of the Bankruptcy Code.

5. Thereafter, on May 10, 2016, the Debtors and the Committee filed a joint motion for approval of a Global Settlement agreement among the Debtors, the Committee, and certain other creditor constituencies (Dkt. 2786). The Global Settlement resolved, among other things, the Committee’s potential challenges to claims of certain secured creditors. On June 6, 2016, this Court entered an order approving the Global Settlement Agreement (Dkt. 2868).

6. As of the date of this Declaration, the Debtors’ bankruptcy cases have been pending for over five years, and have been dormant for over two years.

7. Zolfo’s last interim fee application was filed on August 23, 2018, for the period from December 1, 2017 through July 31, 2018 (Dkt. 4154), which application was approved by order dated May 12, 2020 (Dkt. 4561). Since August 1, 2018, Zolfo has performed work for the Committee totaling approximately \$5,904.00 in fees and \$186.00 in expenses (the “Work in Progress Charges”). The Work in Progress Charges consist primarily of fees incurred for the preparation of fee applications and general case monitoring tasks.

8. The Committee has advised Zolfo that it does not contemplate that there will be any further work for the Committee’s financial advisor in these cases, and thus, Zolfo seeks court

approval to resign from its position as financial advisor and bankruptcy consultant to the Committee, effective as of the date the order authorizing such resignation is entered. Zolfo submits that its resignation is in the best interests of all constituencies - rather than continuing to incur fees for monitoring these cases, Zolfo's resignation will decrease the amount of professional fees payable by the Debtors' estates.

9. As part of Zolfo's resignation, it will write off the Work in Progress Charges and the costs of preparing the instant Declaration and accompanying proposed order, and will not seek fees or expenses other than those which have already been approved by this Court.

I declare under penalty of perjury that the foregoing is true and correct on November 30, 2020.

Date: November 30, 2020

/s/David MacGreevey  
David MacGreevey  
Managing Director



**EXHIBIT B**  
**(Proposed Order)**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE GREAT ATLANTIC & PACIFIC TEA  
COMPANY, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 15-23007 (RDD)

(Jointly Administered)

**ORDER AUTHORIZING ZOLFO COOPER, LLC TO RESIGN AS  
FINANCIAL ADVISORS AND BANKRUPTCY CONSULTANTS  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the Declaration of David MacGreevey requesting the Court's authorization for Zolfo Cooper, LLC ("Zolfo") to resign as financial advisor and bankruptcy consultants to the Official Committee of Unsecured Creditors (the "Committee"); and it appearing that this Court has jurisdiction to consider the request pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these cases and this request in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and after due deliberation, and sufficient cause appearing therefor, it is hereby ORDERED that:

1. Zolfo is hereby authorized to resign as financial advisor and bankruptcy consultants to the Committee, effective as of the date of entry of this Order;

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman's, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc.(3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

2. Zolfo is hereby authorized to write off any fees or expenses incurred by the Committee after July 31, 2018, including the costs to prepare the instant Declaration and Order.

Dated: \_\_\_\_\_, 2020  
New York, New York

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Judge Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE